FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549



FORM D

PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR**

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated Average burden hours per response 16.00

SEC USE ONLY Prefix

DATE RECEIVED

UNIFORM LIMITED OFFERING EXEM	PTION
Name of Offering (: check if this is an amendment and name has changed, and indicate change.) SERIES C PREFERRED STOCK	
Filing Under (Check box(es) that apply)://: Rule 504 // Rule 505 /XX /: Rule 506 Type of Filing: / XX /: New Filing : // Amendment	:// Section 4(6)
A. BASIC IDENTIFICATION DATA	1 2004
1. Enter the information requested about the issuer	C JUN " "
Name of Issuer (: check if this is an amendment and name has changed, and indicate change.) SANRAD INC.	101/14
Address of Executive Offices (Number and Street, City, State, Zip Code) 32 Habarzel Street, Tel Aviv, Israel	Telephone Number (Including Area Code) 972-3-767-4800
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Storage Networking JUN 1	6 2004
Type of Business Organization	VISONother (please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year 0 4 0 0 0 Unrisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for CN for Canada; FN for other foreign jurisdiction)	i./x / Actual : Estimated For State: D E
GENERAL INSTRUCTIONS	

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted \$\psi LOE\$ and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, of have, been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate fed notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers;
 and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: //: Promoter :/x/ Beneficial Owner :// Executive Officer :/x/ Director // General and/or Managing Partner

Full Name (Last name first, if individual)

Zisapel, Yehuda

Business or Residence Address (Number and Street, City, State, Zip Code)

24 Raoul Wallenberg Street, Tel Aviv, Israel

Check Box(es) that Apply: // Promoter :/x/ Beneficial Owner :// Executive Officer :/x/ Director // General and/or Managing Partner

Full Name (Last name first, if individual)

Zisapel, Zohar

Business or Residence Address (Number and Street, City, State, Zip Code)

24 Raoul Wallenberg Street, Tel Aviv, Israel

Check Box(es) that Apply: //: Promoter :// Beneficial Owner /x/: Executive Officer :/x/ Director //: General and/or Managing Partner

Full Name (Last name first, if individual)

Gal-Oz, Shaul

Business or Residence Address (Number and Street, City, State, Zip Code)

32 Habarzel Street, Tel Aviv, Israel

Check Box(es) that Apply: // Promoter :/x/ Beneficial Owner //: Executive Officer // Director //: General and/or Managing Partner

Full Name (Last name first, if individual)

Sequoia Seed Capital II (Israel) L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

Sequoia Capital, Okeanos Hotel, 50 Ramat Yam St., Herzlia Pitucah, Israel

Check Box(es) that Apply: //: Promoter :// Beneficial Owner //: Executive Officer /x/: Director //: General and/or Managing Partner

Full Name (Last name first, if individual)

Sadger, Haim

Business or Residence Address (Number and Street, City, State, Zip Code)

Sequoia Capital, Okeanos Hotel, 50 Ramat Yam St., Herzlia Pitucah, Israel

				В.	INFORM.	ATION AB	OUT OFFER	RING				
							***************************************				Yes	No
1.	Has the issu		does the issue					is offering?			:	:x
2.	What is the minimum investment that will be accepted from any individual?						\$ <u>N/A</u>					
3.	Does the offering permit joint ownership of a single unit?						Yes	No				
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.								:X	:		
Full	Name (Last 1	name first, i	f individual)									
Busi	iness or Resid	lence Addre	ss (Number a	nd Street, C	City, State,	Zip Code)						
Nam	ne of Associa	ted Broker o	or Dealer									***************************************
			d Has Solicite									
(Che		S or check [AZ]	individual Sta [AR]	ates) [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	:A [GA]	Il States [HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full	Name (Last	name first,	if individual)			. 		· · · · ·		· · · · · · · · · · · · · · · · · · ·	
Busi	iness or Resid	lence Addre	ess (Number a	nd Street, (City, State,	Zip Code)						
	iness or Resid		· 	nd Street, C	City, State,	Zip Code)						
Nam	ne of Associa	ted Broker o	or Dealer	d or Intend	s to Solici	t Purchasers					Il States	
Nam	ne of Associa es in Which F eck "All State	ted Broker o	or Dealer	d or Intend	s to Solici	t Purchasers	[DE]	[DC]	[FL]	:::::::::::::::::::::::::::::::::	.II States [HI]	[ID]
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box 0 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Type of Security Offering Price Already Sold Debt Equity \$ 8,000,000 \$8,000,000 Common :XX Convertible Securities (including warrants).... Partnership Interests Other (Specify ____) Total \$8,000,000 \$8,000,000 Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount of Purchases Investors Accredited Investors \$8,000,000 Non-Accredited Investors Total (for filings under Rule 504 only) If this filing is an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs.... Legal Fees \$ 25,000 :x Accounting Fees..... Sales Commission (specify finders' fees separately) _____ Other Expenses (identify)

Total

\$ 25,000

:x

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND U	JSE OF PRO	CEEDS
b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$ <u>7,975,000</u>
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.		
	Payments Officers Directors, Affiliate	s, and Payments to
Salaries and fees	: \$: \$
Purchase of real estate	: \$: \$
Purchase, rental or leasing and installation of machinery and equipment	: s	: \$
Construction or leasing of plant buildings and facilities	: \$: \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	: \$: \$
Repayment of indebtedness	: \$: \$
Working capital	: \$:x \$ <u>7,975,000</u>
Other (specify):	: \$: \$
	: \$	\$
Column Totals		:x \$ <u>7,975,000</u>
Total Payments Listed (column totals added)		* * * * * * * * * *
		
	· .	
D. FEDERAL SIGNATURE		
The issuer has duly caused this notice to be signed by the undersigned duly authorized person following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities at request of its staff, the information furnished by the issuer to any non-accredited investor purs	nd Exchange	Commission, upon written
Issuer (Print or Type) SANRAD, Inc.		Date JUNE 3, 2004
Name of Signer (Print or Type) SHAUL GAL-OZ Title of Signer (Print or Type) PRESIDENT		
ATTENTION -		

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

 	BER OF INVESTORS, EXPENSES AND U	SE OF PROC	CEEDS
Part C- Question 1 and total expenses fu	regate offering price given in response to rnished in response to Part C - Question 4.a.		
This difference is the "adjusted gross pro	oceeds to the issuer."		\$ <u>7,975,000</u>
5. Indicate below the amount of the adjusted growto be used for each of the purposes shown, furnish an estimate and check the box to payments listed must equal the adjusted grosto Part C – Question 4.b above.	If the amount for any purpose is not known, the left of the estimate. The total of the	Documents to	
		Payments to Officers, Directors, ar Affiliates	
Salaries and fees		: \$	_ : \$
Purchase of real estate		: \$	_ : \$
Purchase, rental or leasing and installation of mach	ninery and equipment	:	_ : \$
Construction or leasing of plant buildings and facilities			: \$
nay be used in exchange for the assets or securitie		: \$: \$
Repayment of indebtedness		: \$	_ : \$
Working capital		: \$:x
Other (specify):		: \$	_ : \$
		: \$: \$
Column Totals		: \$_0_	:x \$ <u>7,975,000</u>
Total Payments Listed (column totals added)		:x	\$ <u>7,975,000</u>
	D. FEDERAL SIGNATURE		
The issuer has duly caused this notice to be sign following signature constitutes an undertaking be request of its staff, the information furnished by	by the issuer to furnish to the U.S. Securities an	d Exchange Co	ommission, upon written
Issuer (Print or Type)	Signature Signature		Date
SANRAD, Inc.			JUNE $3,2004$
Name of Signer (Print or Type) SHAUL GAL-OZ	Title of Signer (Print or Type) PRESIDENT		

AT	TEN	TION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)